

# **EXHIBIT B**

## COVINGTON

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### By Email

September 16, 2021

Aaron Sheanin  
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Christian Levis  
clevis@lowey.com

### **Re: *Wesch v. Yodlee, Inc.*, 3:20-cv-05991 (N.D. Cal.)**

Dear Aaron and Christian:

We write in response to Plaintiffs' letter dated September 14, 2021 regarding Yodlee's Answer and Affirmative Defenses to the Second Amended Complaint. Dkt. No. 99. Yodlee does not agree that any of its affirmative defenses are improper or inadequately pleaded.

However, in light of Plaintiffs' upcoming deadline to file a Rule 12(f) motion, Yodlee is willing to agree to enter into a stipulation as outlined in your letter: (1) Yodlee will have until September 29, 2021 to notify Plaintiffs whether it intends to amend its answer; (2) Yodlee will have until October 20, 2021 to file an amended answer, should it so choose; and (3) Plaintiffs will have until October 20, 2021 to file a Rule 12(f) motion, should Yodlee choose not to amend its answer.

As Plaintiffs know, Rule 12(f) motions are "generally disfavored" by courts. *See Barnes v. AT&T Pension Ben. Plan-Nonbargained Program*, 718 F. Supp. 1167, 1170 (N.D. Cal. 2010). Therefore, in order to facilitate resolution by the parties without involving the Court, Yodlee requests that Plaintiffs (1) specify all defenses they contend are "negative defenses" and why, (2) explain how Plaintiffs will be prejudiced by the inclusion of any negative defenses in Yodlee's answer, and (3) specify all defenses they contend are inadequately pleaded and why. Please provide this information by close of business on September 22, 2021 so that Yodlee can evaluate its position before September 29, 2021.

Sincerely,

/s/ Jenna Zhang

cc: Eric Bosset (ebosset@cov.com)

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